POST OFFICE LIMITED
NOMINATIONS COMMITTEE REPORT

Title:	Non-Executive Director Recruitment - SID	**Meeting Date:**	28 November 2023
Author:	Alison Hoyland, Deputy Company Secretary	**Sponsor:**	Rachel Scarrabelotti, Group Company Secretary & Karen McEwan, Group Chief People Officer

Input Sought: Approval

1. The Nominations Committee is asked to:

   i. Approve for recommendation to the Shareholder the role description for the Senior Independent Director (SID) appointment (see **appendix 1**);
   ii. Approve for recommendation to the Shareholder the proposed appointment process for the SID, including the members and remit of the interview panel, (see **appendix 2**); and
   iii. Approve the proposed search agency including the engagement terms of the agency.

2. Subject to the approval of i to iii above, the Chairman will write to Minister Hollinrake, seeking Shareholder consent (see **appendix 3**).

3. It is not proposed to make any changes to the terms and conditions associated with the SID role. The appointment will be for an initial term of three years with remuneration of £40k per annum, comprising £35k for the Non-Executive Director role and £5k in recognition of the additional responsibilities of the SID role.

Report

4. Ben Tidswell's term is due to expire on 26 July 2024. Ben is currently the Chair of the Remediation Committee, a member of the Remuneration and Nominations Committees and the SID.

5. The Chairman met with the POL Directors to discuss the appointment for the vacancy that will arise on Ben's departure, including whether or not the SID should be an internal or external appointment and the desired skills and competencies for the new appointee.

6. Director views were split equally on the SID role. On balance, the Chairman concluded that the SID should be an external appointment and the search would, therefore, combine the Non-Executive Director and SID roles.

7. As to the skills and competencies of the incoming Non-Executive Director and SID, again there was a division of opinion with some Directors favouring the appointment of an experienced senior corporate Non-Executive Director and others proposing the appointment of someone with an understanding and experience of Whitehall. The Chairman concluded that the search should seek the appointment of someone ideally with public sector experience gained at an executive or Non-Executive Director level.

8. The draft role description at **appendix 1** reflects the search for a Non-Executive Director and SID, who would preferably bring senior public sector experience.

9. In line with the 2018 UK Corporate Governance Code, and the expressed desire and commitment of the Directors, the appointment process will be rigorous, transparent and based on objective criteria. The appointment will be on merit from a search that will promote diversity of gender, social and ethnic backgrounds as well as cognitive and personal strengths.

10. The proposed interview panel will comprise:
    - Henry Staunton, Chair of the Board, to Chair the Interview Panel;
    - Lorna Gratton, Shareholder Representative Non-Executive Director;
    - Saf Ismail, Postmaster Non-Executive Director; and
    - An independent Assessor to be sourced with assistance from UKGI.

    The Chief People Officer will be invited to attend and observe all interviews. The Interview Panel will be responsible for agreeing a shortlist of candidates, conducting interviews and recommending to the Shareholder a suitable candidate for appointment.

11. It is proposed that the search is supported by specialist external recruitment provider, Gatenby Sanderson. As a provider on the Crown Commercial Services Framework, POL is able to make a direct award of contract, the terms of which will be standard. Gatenby Sanderson has a proven track record in Non-Executive Director recruitment, and know POL and the Shareholder well, having supported previous Non-Executive Director recruitment successfully. The fee will be £24,000 upon successful placement.

Appendix 1: Role description

DRAFT

Senior Independent Non-Executive Director Job Description

Job Title: Non-Executive Director

Department: Non-Executive Directors (NEDS)

Reports to: Chairman

Base Pay: £40k

Hours:

Background

With over 11,500 branches, Post Office has the biggest retail network in the UK. 99.7% of the population live within three miles of a Post Office and 4,000 branches are open seven days a week. It is looking to modernise and transform its operations to keep pace with changing consumer preferences.

Post Office's public ownership is founded on its social purpose and the requirement to maintain its network of branches. Post Office Limited is wholly owned by the Secretary of State for the Department of Business and Trade who holds a special share in the Company.

The majority of its branches are run in partnership with retail partners on a franchise basis. It plays a key role in communities, often as a central hub for towns and villages, supporting local economies and small businesses and providing access to essential services and a meaningful source of social interaction, to more vulnerable members of society.

Post Office offers a vast range of products and services, but it is simplifying its customer proposition with a focus on its cash and banking; mails and parcels; foreign exchange; and bill payment services.

Post Office plays a key role on the high street, with research indicating that visits to the Post Office help drive another 400 million visitors to other shops, restaurants and local businesses. This adds up to an estimated £1.1 billion in additional revenue for High Street businesses.

Post Office is working to resolve past failures and fundamentally reform its culture, practices and operating procedures, and forge an open and transparent relationship with the thousands of Postmasters providing customers with vital services in the UK's communities.

Transformation is critical to the Post Office's future. You will join us during a hugely ambitious challenge to reshape our services in the face of rapid and fundamental shifts in consumer and business behaviour. We are under no illusions on the scale of this challenge, but see huge opportunity to evolve built on the foundation of our rich history. It is the only retailer with a presence in each nation and every community across the UK and it needs to adapt its branch network to reflect the way people live their lives today. Prioritising strong and trusting relationships with all Postmasters will be critical to this.

Post Office is growing its network, making sure it has the right branches in the right locations nationwide. It is innovating in Mails, working with more carriers and delivering more of what customers want and small businesses need.

The Post Office's Everyday Banking services in partnership with over 30 banks, building societies and credit unions mean that 99% of customers can access their High Street bank account securely and conveniently over the counter at their local Post Office for cash withdrawals, deposits and balance enquiries. Post Office is also committed to safeguarding 1,400 free-to-use ATMs across the UK, helping anyone who wants cash to get it which ever way is most convenient.

Post Office aims to secure free, convenient and reliable access to cash in every community. It will build commercial partnerships to launch new products and services in branches and online. It will invest in new branch technology for Postmasters and online for their customers. And it will bring value for the Government Shareholder with a successful, profitable and efficient business.

The Board

The Post Office Board currently consists of the Chair, five independent Non-Executive Directors, two Postmaster representative Non-Executive Directors, a Shareholder appointed Non-Executive Director, a Chief Executive Officer and a Chief Finance Officer.

(Insert Bios)

Main Duties and Responsibilities

The primary role of the Non-Executive Director will be to:

- Demonstrate commitment to Post Office's role as a commercial business that delivers a social purpose and is seeking to build a modern franchise in partnership with its Postmasters and multiple partners.
- Participate in the development of Post Office's strategy and oversee its implementation.
- Contribute positively to the Board's discussions and decision-making, applying intellectual rigour, considering the impact of decisions on different stakeholders and providing constructive challenge and support to management.
- Bring knowledge, experience and expertise to shape how the business develops.
- Provide oversight of and receive assurance on the operation of the business, its compliance with law and regulation, risk management and internal controls
- Provide leadership on the values and culture the company seeks to promote, including its engagement with Postmasters, customers, employees, suppliers and shareholder.
- Monitor the performance of management in meeting agreed targets and objectives.
- Demonstrate the high standards of integrity and behaviour expected of a director of a government owned company (https://www.gov.uk/government/collections/public-bodies-non-executive-directors-principles-and-standards).

Experience and Background

- The candidate will bring a commercially focussed outlook together with a commitment to delivering Post Office's social purpose.

- Strong analytical skills, resilience and enthusiasm will be critical to supporting the development of a modern franchise in partnership with our Postmasters and multiple partners.
- Knowledge and Expertise in one or more of the following areas: Supply Chain; Network & Logistics; Retail and Format; Operations; Organisational Effectiveness; Transformation; Diversity and Inclusion.
- Public Sector experience gained at Executive or Non-Executive Director level would be of value.
- Applications are invited from those who have or are currently operating as a Senior Independent Non-Executive Director or Committee Chair or indeed those seeking their first Non-Executive Director appointment. However, the above knowledge and expertise criteria needs to be met.

Appendix 2: Recruitment process and timeline:

	Action	Internal POL support	POL NomCo	POL Board	DBT/ Shareholder	Timing
1.	Agree NED/SID role description and appointment process (including appointment of the search agency and members and remit of Interview Panel) for recommendation to the Shareholder.	Co Sec / People	✓			28 November 2023
2.	Make application to the Shareholder for approval of the role description and appointment process.	Co Sec			✓ consent required	By 2 December 2023
3.	Receipt of Shareholder approval.	Co Sec				By 12 December 2023
4.	Hold kick-off meeting with search agency.	People				January 2023
5.	Commence advertising period.	People				January 2023
6.	Search agency to undertake search. At conclusion of advertising period draw up longlist and shortlist. Settle shortlist.	People				February to March 2023
7.	Search agency to conduct due diligence on shortlisted candidates in line with Shareholder's requirements.	People				March 2023

8.	POL's Group General Counsel to undertake review of shortlisted candidates CVs to assess for conflicts.	GC/ Co Sec / People				March 2023
9.	Interview Panel to conduct interviews with the shortlisted candidates.					March to April 2023
10.	Interview Panel to make determination as to preferred candidate.	People				April 2023
11.	Seek written consent/approval to the proposed appointment of the preferred candidate.	Co Sec	✓	✓	✓ Prior consent required	May 2023
6.	Undertake POL due diligence/vetting checks.	Co Sec				May to June 2023
7.	Issue letter of appointment, start on-boarding process and arrange induction programme.	Co Sec				May to June 2023
8.	New NED to observe/attend first Board.					June/July 2023

POST OFFICE LIMITED
BOARD REPORT

Title:	Senior Independent Director role	**Meeting Date:**	26 September 2023
Author:	Rachel Scarrabelotti, Company Secretary	**Sponsor:**	Chairman of the Board

Input Sought: Noting and discussion

The Board is requested to **NOTE** the paper and **DISCUSS** options in relation to the appointment of a Senior Independent Director.

Report

The 2018 UK Corporate Governance Code, to which the Company has regard, provides in Provision 12 that '*the board should appoint one of the independent non-executive directors to be the SID to provide a sounding board for the chair and serve as an intermediary for the other directors and shareholders…*'

Ben Tidswell was appointed as Senior Independent Director on 14 March 2023 following the stepping down from the Board of Zarin Patel. Ben Tidswell's first term expiry is set for 26 July 2024 and Ben has indicated that given his other commitments he will be unable to stand for re-appointment to serve a further term on the Post Office Limited Board. Ben's stepping down from the Board at this time will leave the role of Senior Independent Director vacant, as well as require a new Chair of the Remediation Committee, and new Members of the Remuneration and Nominations Committees to be appointed.

In order to progress an application to the Shareholder seeking consent to initiate a recruitment process, which will include a Job Description for the incoming Non-Executive Director, the Board is asked to consider whether one of the currently appointed independent Non-Executive Directors would have capacity and be suitably qualified to take on the role of Senior Independent Director, or whether this role should form part of the capabilities sought in the Job Description for the incoming Non-Executive Director.

The Board is also asked to reflect on the capabilities in general for the incoming Non-Executive Director.

The EA to the Chairman will arrange a short meeting with each Board member (which will also be attended by the Company Secretary) to take Board member's views on the process generally and in particular whom from within the current Board they would like to see appointed as Senior Independent Director. An appropriate Job Description will then be prepared and provided to the Nominations Committee for consideration, along with a proposal to apply to the Shareholder for consent to commence a recruitment campaign for the incoming Non-Executive Director.

Henry Staunton
Chairman
Post Office Limited
100 Wood Street
London
EC2V 7ER

28 November 2023

Kevin Hollinrake MP
Parliamentary Under Secretary of State
Department of Business and Trade
Old Admiralty Building
Admiralty Place
London
SW1A 2DY

Dear Minister

Senior Independent Director Recruitment - Post Office Limited

Our current SID, Ben Tidswell, is due to step down from the Board on 26 July 2024, when his term expires. Ben is currently the Chair of the Remediation Committee, a member of the Remuneration and Nominations Committees and he is also the Senior Independent Director (SID).

I am writing, therefore, to seek Shareholder consent to commence an appointment process for a new SID to join the Post Office Board to fill the vacancy that will arise on Ben's departure. Shareholder consent is sought for:

- the proposed SID role description and associated fees (see **appendix 1**);
- the proposed recruitment process and timetable (see **appendix 2)**;
- the constitution of an interview panel that will comprise myself, Lorna Gratton, the Shareholder representative, Saf Ismail, one of our Postmaster NEDs, and an independent assessor (sourced with the support of UKGI); and
- the appointment of an external agency to support the search.

Role description and fees

The role description is attached at **appendix 1** and reflects discussions I held with the Directors to inform our search. In summary, there was an overall consensus that the SID should be an external appointment and that we should look to appoint someone ideally with an understanding and experience of Whitehall, or who has a similar background in the public sector, gained at an executive or Non-Executive Director level. The skills and competencies we are seeking will complement the skills mix on my Board, ensuring we continue to have a capable and diverse set of backgrounds and experience from which we can draw as the Post Office delivers against its strategic priorities and as it balances remediating for past failures and driving forward transformation and change.

It is proposed that the appointment should be for an initial term of three years and the remuneration should be £35,000 per annum for the NED role, with an additional fee of £5,000 per annum for the SID role; these fees are in line with the current agreed levels.

Appointment process

The proposed appointment process for the new SID is attached at **appendix 1;** it follows the approach agreed previously and reflects the requirements of the Governance Code on Public Appointments, which while not formally applicable to Post Office, we use as our reference guide.

In line with the 2018 UK Corporate Governance Code, and the expressed desire and commitment of the Directors, the appointment process will be rigorous, transparent and based on objective criteria. The appointment will be on merit from a search that will promote diversity of gender, social and ethnic backgrounds as well as cognitive and personal strengths.

The timetable anticipates that we will seek Shareholder consent to the appointment of the preferred candidate in May 2024, with a start date in June or July 2024, after completion of all necessary due diligence and vetting checks.

Executive Search agency

It is proposed that the search is supported by specialist external recruitment provider, Gatenby Sanderson. As a provider on the Crown Commercial Services Framework, POL is able to make a direct award of contract, the terms of which will be standard. Gatenby Sanderson has a proven track record in Non-Executive Director recruitment, both in the public and private sector and know POL and the Shareholder well, having supported previous Non-Executive Director recruitment successfully. Importantly, we are confident that Gatenby Sanderson is able meet our brief to attract a diverse range of candidates.

Composition of the Board

I have written separately in relation the recruitment of our next Postmaster Non-Executive Directors which, by the nature of that recruitment, will be subject to a discrete process and for which there are particular timing considerations. That said, we will maintain oversight across both processes to ensure we manage the dependencies, as necessary. This includes the timing of the ultimate appointments and the implications, among other things, for onboarding and for assigning membership across our different Board Sub-Committees.

I look forward to hearing from you.

Yours sincerely

Henry Staunton
Chairman
Post Office Limited

From: [Rachel Scarrabelotti](#)
To: [Jack Foden](#)
Subject: FW: New SID
Date: 23 February 2024 11:46:27
Attachments: image001.png

Rachel Scarrabelotti
Group Company Secretary
Legal, Compliance, Assurance and Secretariat

100 Wood Street,
London, EC2V 7ER
postoffice.co.uk

See the Company Secretariat Intranet Page for: Our Group Governance Framework, Post Office Group Board & Committee Dates & Deadlines, Board Paper Templates & Guidance, CoSec Training Dates and Sign Up & Guidance on the Contract Approval Process.
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From: Henry Staunton (1) <[redacted]>
Sent: Wednesday, January 17, 2024 9:25 PM
To: Nick Read <[redacted]>; Elliot Jacobs (1) <[redacted] Saf ismail (1) <[redacted]uk>; Andrew Darfoor (1) [redacted]>; Brian Gaunt (1) <[redacted]>; Amanda Burton (1) <[redacted]>; Simon Jeffreys (1) <[redacted]>
Cc: Rachel Scarrabelotti <rachel.scarrabelotti@postoffice.co.uk>
Subject: New SID

Dear All ,
In view of all the time and other pressures on us and for various other reasons NEDs have asked that we should reconsider the SID process . A significant majority now believe we should proceed with an internal appointment . One of our colleagues is 50:50 and I guess Lorna would still be voting for an external Whitehall experienced person . Everyone else now prefers an internal appointment ie 7 1/2 votes for with 1 1/2 against .
Please could I have your confirmation tomorrow that we should suspend the process with the search firm and inform Lorna . Ben and Brian are not at the meeting but Ben is not involved and Brian was very clear that we should now go internally .
I will go back to our notes regarding the choice of which of our colleagues you all thought would be preferred person . I will contact you if you have not previously expressed an opinion .
KR ,
Henry

Sent from Outlook for iOS

From:	Rachel Scarrabelotti
To:	Jack Foden
Subject:	FW: New SID
Date:	23 February 2024 11:46:43
Attachments:	image001.png

Rachel Scarrabelotti
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From: Elliot Jacobs (1) <[redacted]>
Sent: Wednesday, January 17, 2024 9:28 PM
To: Henry Staunton (1) <[redacted]>; Nick Read <[redacted]>; Saf ismail (1) <[redacted]>; Andrew Darfoor (1) <[redacted]>; Brian Gaunt (1) <[redacted]uk>; Amanda Burton (1) <[redacted]>; Simon Jeffreys (1) <[redacted]>
Cc: Rachel Scarrabelotti <[redacted]>
Subject: Re: New SID

There is enough to focus on without an extra complication, so I concur with you on this plan.

Sent from Outlook for iOS

From: Henry Staunton (1) <[redacted]>
Sent: Wednesday, January 17, 2024 9:25:29 PM
To: Nick Read <[redacted]>; Elliot Jacobs (1) <[redacted]>; Saf ismail (1) <[redacted]>; Andrew Darfoor (1) <[redacted]; Brian Gaunt (1) <[redacted]>; Amanda Burton (1) <[redacted]uk>; Simon Jeffreys (1) <[redacted]>
Cc: Rachel Scarrabelotti <[redacted]>
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KR ,
Henry

Sent from [Outlook for iOS]

From: Rachel Scarrabelotti
To: Jack Foden
Subject: FW: New SID
Date: 23 February 2024 11:47:17
Attachments: image001.png

Rachel Scarrabelotti
Group Company Secretary
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From: Saf ismail (1) <[redacted]>
Sent: Wednesday, January 17, 2024 9:49 PM
To: Elliot Jacobs (1) <[redacted]>; Henry Staunton (1) <[redacted]>; Nick Read <[redacted]>; Andrew Darfoor (1) <[redacted]>; Brian Gaunt (1) <[redacted]>; Amanda Burton (1) <[redacted]>; Simon Jeffreys (1) <[redacted]
Cc: Rachel Scarrabelotti [redacted]>
Subject: RE: New SID

Hi Henry

I agree on an internal appointment.

Regards

Saf Ismail
Non-Executive Director

100 Wood Street,
London, EC2V 7ER
postoffice.co.uk

From: Elliot Jacobs (1) <[redacted]>
Sent: 17 January 2024 21:28

To: Henry Staunton (1) <[redacted]>; Nick Read <[redacted]; Saf ismail (1) <[redacted]>; Andrew Darfoor (1) <[redacted]uk>; Brian Gaunt (1) [redacted]>; Amanda Burton (1) <[redacted]uk>; Simon Jeffreys (1) [redacted]>
Cc: Rachel Scarrabelotti [redacted]>
Subject: Re: New SID

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Sent from Outlook for iOS

From: Henry Staunton (1) <[redacted]>
Sent: Wednesday, January 17, 2024 9:25:29 PM
To: Nick Read [redacted]>; Elliot Jacobs (1) [redacted]; Saf ismail (1) [redacted]; Andrew Darfoor (1) <[redacted]uk>; Brian Gaunt (1) [redacted]; Amanda Burton (1) [redacted]>; Simon Jeffreys (1) [redacted]
Cc: Rachel Scarrabelotti <[redacted]>
Subject: New SID

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I will go back to our notes regarding the choice of which of our colleagues you all thought would be preferred person . I will contact you if you have not previously expressed an opinion .
KR ,
Henry

Sent from Outlook for iOS

From:	Rachel Scarrabelotti
To:	Jack Foden
Subject:	FW: POL SID recruitment update
Date:	23 February 2024 11:45:09
Attachments:	image001.png

Rachel Scarrabelotti
Group Company Secretary
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From: Alison Hoyland [redacted]>
Sent: Wednesday, January 3, 2024 1:02 PM
To: Henry Staunton (1) <[redacted]
Cc: Rachel Scarrabelotti <[redacted]>; Racheal Hill
<[redacted]>
Subject: POL SID recruitment update

Dear Henry

First, just to say, happy New Year to you.

We have received the first progress report from Gatenby – would you like me to ask Gatenby to give you access to the portal so you can see the weekly reports from this point – or later down the line?

Just a quick read-out for now - the summary report sets out the following:

- The target list for the search is continuing to build and Gatenby's focus is on delivering diversity candidates who have depth of experience as Non-Executive Directors with sectoral experience of working in, or with, central government and who have Board level functional backgrounds in HR and organisational development; Transformational change; Data, digital, technology, cyber and systems development; Commercial; Diversity and Inclusion or Finance.
- Initial feedback from targeted candidates has been impacted by the seasonal holidays. The initial outreach has generated eleven expressions of interest and calls are being scheduled
  with each individual to explore their background and level of interest in greater

depth.

- Forty people have viewed the candidate information pack through the Gatenby's jobsite and Gatenby is pursuing those whose experiences suggest they could be interesting / credible candidates.
- Nineteen applications have been received: one targeted candidate has submitted her application and the other eighteen have applied in response to the media campaign.
- Over the coming week, Gatenby will extend the reach of the targeted search and seek to develop the individuals who have expressed interest in the role, encouraging them to submit applications.

Rachel Hill, Head of Talent Acquisition, and I have a catch-up call with the Gatenby team on Friday – albeit that Michael Dobson is on leave this week – so we will have our first catch up with him next week.

Let me know if you want access to Gatenby's portal and the update report which as well as the summary above, provides candidate/potential candidate names.

Best

Alison

Alison Hoyland
Deputy Company Secretary
Legal, Compliance, Assurance and Secretariat

100 Wood Street,
London, EC2V 7ER

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From: Rachel Scarrabelotti
To: Jack Foden
Subject: FW: POL SID recruitment: ad/search now live
Date: 23 February 2024 11:43:50
Attachments: image001.png

Rachel Scarrabelotti
Group Company Secretary
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From: Alison Hoyland <[redacted]>
Sent: Friday, December 15, 2023 3:56 PM
To: Henry Staunton (1) <[redacted]>
Cc: 'Lorna.Gratton@ukgi.org.uk' <[redacted]>; Lorna Gratton (1) [redacted]>; Ben Foat <[redacted]; Diane Blanchard <[redacted]>; Rachel Scarrabelotti <[redacted]>; Racheal Hill [redacted]>; Karen McEwan <[redacted]>
Subject: POL SID recruitment: ad/search now live

Dear Henry

I wanted to let you know that further to confirmation of Shareholder approval (for which many thanks Lorna), we are now live on the SID/NED search. Gatenby have posted it on their website – www.gatenbysanderson.com/job/GSe106564 - and the role is in the process of being uploaded onto the Government's Public Appointment platform.

Rachel Hill, Head of talent Acquisition, and I are keeping in close touch with Gatenby and our next catch up is schedule for early January.

In a separate exchange with Lorna, I set out the next steps and timetable, so thought it would be helpful if I set that out here for you too.

Gatenby has advised on a 5-week search from today to give us the best possible chance of getting a credible and diverse field of candidates. I appreciate that pushes things out a bit further than anticipated, based on your and Lorna's initial discussions with Gatenby, but the campaign is running over the Christmas/New Year period, so includes a few unproductive days from a search perspective.

The main elements of the search up to final interviews are pasted below. You'll see that the timetable anticipates we will be longlisting w/c 29 January 2024. It also factors in the preliminary interview stage by Gatenby between longlisting and shortlisting. Panel interviews are listed for w/c 11 March at the latest – though there is every chance we will be able to bring that forward, depending on the due diligence checks.

Search period and advertising period begins	Friday 15 December 2023
Search and advertisement close	Monday 22 January 2024
Longlist documentation sent to Post Office	Monday 29 January 2024
Longlisting meeting with GS	w/c 29 January 2024
GS conducts Preliminary Interviews	w/c 5 February 2024
Shortlisting meeting with GS	w/c 19 February 2024
GS undertaking further due diligence and referencing	February - March 2024
Post Office Ltd's Group General Counsel undertaking review of shortlisted candidates CVs to assess for conflicts	February - March 2024
Panel Interviews followed by deliberations on the preferred candidate	w/c 11 March 2024 onwards

Do please let me know if you would like me to send a note to the Board, not least so they can flag the ad to anyone they know in their respective circles.

Best regards.

Alison

Alison Hoyland
Deputy Company Secretary
Legal, Compliance, Assurance and Secretariat

100 Wood Street,
London, EC2V 7ER

postoffice.co.uk

From: Rachel Scarrabelotti
To: Jack Foden
Subject: FW: POL SID recruitment: ad/search now live
Date: 23 February 2024 11:44:03
Attachments: image001.png

Rachel Scarrabelotti
Group Company Secretary
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From: Alison Hoyland <[redacted]>
Sent: Monday, December 18, 2023 8:41 AM
To: Benjamin Tidswell <[redacted]>; Amanda Burton (1) <[redacted]>; Saf ismail (1) <[redacted]; Elliot Jacobs (1) <[redacted]; Brian Gaunt (1) <[redacted]; Simon Jeffreys (1) <[redacted]>; Andrew Darfoor (1) <[redacted]>; Nick Read <[redacted]>
Cc: Henry Staunton (1) [redacted] uk>; Lorna Gratton (1) [redacted]; Karen McEwan <[redacted]; Racheal Hill <[redacted]; Rachel Scarrabelotti <[redacted] Ben Foat <[redacted]; Chrysanthy Pispinis <[redacted]
Subject: POL SID recruitment: ad/search now live

Dear Board members,

I'm emailing to let you know that we are now live on our SID/NED search. Gatenby have posted it on their website – www.gatenbysanderson.com/job/GSe106564 - and the role is in the process of being uploaded onto the Government's Public Appointment platform.

Please do help widen the reach and let your contacts know, as you see appropriate.

Best regards.

Alison

Alison Hoyland

Deputy Company Secretary
Legal, Compliance, Assurance and Secretariat

100 Wood Street,
London, EC2V 7ER

postoffice.co.uk

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From: Rachel Scarrabelotti
To: Jack Foden
Subject: FW: SID
Date: 23 February 2024 11:47:52
Attachments: image001.png

Rachel Scarrabelotti
Group Company Secretary
Legal, Compliance, Assurance and Secretariat

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From: Henry Staunton (1) <[redacted]>
Sent: Thursday, January 18, 2024 7:18 PM
To: Rachel Scarrabelotti <[redacted]>
Subject: Re: SID

Rachel ,
I am sorry but meeting overran considerably . A majority is emerging with a few changing their minds. Brian did not commit last time so I have a call out to him .
Will revert to you on Friday .
Please drop me a line if you have not heard from me by close of play Friday .
Henry

Sent from Outlook for iOS

From: Rachel Scarrabelotti <[redacted]>
Sent: Thursday, January 18, 2024 4:09:02 PM
To: Henry Staunton (1) <[redacted]>
Subject: RE: SID

Dear Henry,

Please see below some brief notes confirming the Director's views on the SID role and, if the appointment was internal, who the preferred candidate would be:

Amanda – internal appointment. Would take role or nominate Simon.

Brian – external appointment. However if internal did not think he had capacity to take the role and did not feel he had seen enough of the new NEDs to nominate one of them for the role.

Andrew – internal although would not rule out external. If internal Andrew was not able to take the role due to capacity however would nominate Amanda.

Nick – external. If internal no objections to any of the independent NEDs.

Simon – external. If internal Simon indicated he would take the role although he would not be disappointed if he was not asked.

Elliot – internal. No independent NEDs Elliot objected to although Elliot was unsure if Brian would advocate sufficiently for the NEDs.

Lorna – external. If internal would vote equally for Amanda or Simon.

Saf – internal. Would nominate Amanda.

Happy to discuss at 4:30 when you come off your current meeting.

Best,

Rachel

Rachel Scarrabelotti
Group Company Secretary
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From: Henry Staunton (1) <[redacted]>
Sent: 18 January 2024 14:26
To: Rachel Scarrabelotti [redacted]>
Subject: SID

Rachel ,
Can we please chat about how NEDs voted if we went internally .
Please ring ,
Henry

Sent from [Outlook for iOS]

From:	Rachel Scarrabelotti
To:	Jack Foden
Subject:	FW: SID
Date:	23 February 2024 11:48:22
Attachments:	image001.png

Rachel Scarrabelotti
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From: Henry Staunton (1) <[redacted]>
Sent: Saturday, January 20, 2024 12:57 PM
To: Benjamin Tidswell <[redacted]>; Lorna Gratton (1) <[redacted]>; Amanda Burton (1) <[redacted]>; Saf ismail (1) <[redacted]; Elliot Jacobs (1) <[redacted]>; Andrew Darfoor (1) <[redacted]>; Brian Gaunt (1) <[redacted]>; Simon Jeffreys (1) <[redacted]>; Nick Read <[redacted]
Cc: Rachel Scarrabelotti [redacted]>
Subject: SID

Following the decision to appoint an internal candidate the vote was to appoint Andrew as our SID .
Congratulations to Andrew . Of course this requires an approval by the NomsCo and Board and then UKGI and others .
Rachel will put the headhunters on hold on Monday . Lorna will inform UKGI of our decision to change course and I will inform the Chair and CEO of UKGI when I meet them on Tuesday . There are other procedures to go through with DBT .

Even in the last days or so there has been plenty happening particularly from organisations representing Post Masters . Our "Post Master centric " strategy already looks as if it may need to be adapted . I will ask Rachel to copy you with the relevant letters from Post Master organisations .
There will be plenty to discuss at our private meeting with just Nick and the NEDs . This will need to be before the Board and Nick has kindly adapted the Agenda to allow us time for a 90 minute meeting if we need the time . We need to try and get on the front foot in due course so all your

thoughts would be helpful .

Have a good weekend .
Henry

Sent from Outlook for iOS

From:	Rachel Scarrabelotti
To:	Jack Foden
Subject:	FW: SID
Date:	23 February 2024 11:49:00
Attachments:	image001.png

Rachel Scarrabelotti
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From: Henry Staunton (1) <[redacted]>
Sent: Saturday, January 20, 2024 2:11 PM
To: Benjamin Tidswell <[redacted]>; Lorna Gratton (1) [redacted]; Amanda Burton (1) [redacted]; Saf ismail (1) [redacted]>; Elliot Jacobs (1) <[redacted]uk>; Andrew Darfoor (1) <[redacted]>; Brian Gaunt (1) <[redacted]>; Simon Jeffreys (1) <[redacted]>; Nick Read <[redacted]>
Cc: Rachel Scarrabelotti [redacted]
Subject: Re: SID

Ben ,
As I said in my note It needs to go through Noms and the Board , and then UKGI and DBT .
It has been discussed between the NEDs inc The Post Masters but not Lorna . It was unanimous except for for one NED but was also the wish of our CEO . We did agree that you would not be involved as you were stepping down . I am fulfilling the request of the Board .
Henry

Sent from Outlook for iOS

From: Benjamin Tidswell <[redacted]>
Sent: Saturday, January 20, 2024 1:46 pm
To: Henry Staunton (1) <[redacted]>; Lorna Gratton (1) <[redacted]>; Amanda Burton (1) <[redacted]; Saf ismail (1) [redacted]>; Elliot Jacobs (1) <[redacted]>; Andrew Darfoor (1) [redacted]; Brian Gaunt (1)

[redacted]>; Simon Jeffreys (1) <[redacted]>; Nick Read <[redacted]>
Cc: Rachel Scarrabelotti [redacted]>
Subject: Re: SID

Henry,
This is a decision which requires a proper board discussion and the agreement of the shareholder, neither of which have occurred. I also note that the SID position has already been externally advertised and indeed there is a Sky news story reporting that I am stepping down. So the external recruitment process is live and in the public domain.

Ben

From: Henry Staunton (1) <[redacted]>
Sent: Saturday, January 20, 2024 12:56 PM
To: Benjamin Tidswell [redacted]>; Lorna Gratton (1) [redacted]>; Amanda Burton (1) <[redacted]>; Saf ismail (1) [redacted]>; Elliot Jacobs (1) <[redacted]; Andrew Darfoor (1) <[redacted]>; Brian Gaunt (1) <[redacted] Simon Jeffreys (1) [redacted]>; Nick Read [redacted]
Cc: Rachel Scarrabelotti <[redacted]>
Subject: SID

Following the decision to appoint an internal candidate the vote was to appoint Andrew as our SID .
Congratulations to Andrew . Of course this requires an approval by the NomsCo and Board and then UKGI and others .
Rachel will put the headhunters on hold on Monday . Lorna will inform UKGI of our decision to change course and I will inform the Chair and CEO of UKGI when I meet them on Tuesday . There are other procedures to go through with DBT .

Even in the last days or so there has been plenty happening particularly from organisations representing Post Masters . Our "Post Master centric " strategy already looks as if it may need to be adapted . I will ask Rachel to copy you with the relevant letters from Post Master organisations .
There will be plenty to discuss at our private meeting with just Nick and the NEDs . This will need to be before the Board and Nick has kindly adapted the Agenda to allow us time for a 90 minute meeting if we need the time . We need to try and get on the front foot in due course so all your thoughts would be helpful .

Have a good weekend .
Henry

Sent from [Outlook for iOS]()

From: [Rachel Scarrabelotti]
To: [Jack Foden]
Subject: FW: SID NED recruitment: Independent Assessor recommendation
Date: 23 February 2024 11:45:36
Attachments: image001.png

Rachel Scarrabelotti
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From: Henry Staunton (1) <[redacted]>
Sent: Tuesday, January 9, 2024 8:28 PM
To: Alison Hoyland <[redacted]>
Cc: Rachel Scarrabelotti [redacted]>; Diane Blanchard
<[redacted]
Subject: Re: SID NED recruitment: Independent Assessor recommendation

Alison ,
STRICTLY CONFIDENTISL
Can you hold off for a fortnight until after the Board PLEASE .
HENRY

Sent from Outlook for iOS

From: Alison Hoyland <[redacted]>
Sent: Tuesday, January 9, 2024 3:18:45 PM
To: Henry Staunton (1) [redacted]>
Cc: Rachel Scarrabelotti <[redacted]>; Diane Blanchard
<[redacted]>
Subject: SID NED recruitment: Independent Assessor recommendation

Dear Henry

I am getting in touch about UKGI's recommendation for the Independent Assessor on the SID recruitment panel. Alex Reeves, UKGI Director, has suggested Kathryn Cearns who is Audit Chair of the Nuclear Decommissioning Authority and has acted in this capacity previously.

Her bio is available here: https://www.gov.uk/government/people/kathryn-cearns

Di recalls that Kathryn was recommended to support previous NED recruitment, but she was unavailable at the time – so Xenia Carr-Griffiths (surname Fletcher, by email) sat as Independent Assessor. I'm not sure if you know Kathryn though other engagement/channels, but before we approach her to check her availability, I just wanted to check that you'd be happy for us to do so.

Best

Alison

Alison Hoyland
Deputy Company Secretary
Legal, Compliance, Assurance and Secretariat

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POL Board Minute Extract from the Meeting held on 26 September 2023

13.2 SID Role

TABLED and **NOTED** was a paper, 'Senior Independent Director role'.

POL Board Minute Extract from the Meeting held on 31 October 2023

3.4 Nominations Committee

The Chairman advised that the Nominations Committee had similarly not met since the last Board meeting however in the meantime there had been conversations with each of the Directors to take their views on whether the SID to succeed BT should be appointed internally or recruited externally and the decision had been taken that the SID would be recruited for externally. The Chairman further advised that he was very conscious of Director's time commitments and the question of whether a further Non-Executive Director needed to be appointed had been raised. However, the view of the majority of the Board was not to increase Board size at present, although the Chairman would review this position if need be. SJ shared his view that chairing a committee as well as being a committee member of a further Board committee would be useful.

POL Nominations Committee Minute Extract from the Meeting held on 28 November 2023

3. NED Recruitment - SID

TABLED and **NOTED** were the following papers:

(i) 'Non-Executive Director Recruitment - SID'; and
(ii) 'NED Recruitment SID - Appendix 3 - Shareholder Consent'.

Key discussion points were as follows:

- The Chairman advised that he had met with the proposed search agency and reiterated the desire for candidates for the SID position to have had senior public sector experience. The Chairman noted his view that there needed to be caution around the role description being too narrow. LG advised that she thought that the role description was not unusual and shared her experience of applicants for these types of appointments being sourced from executives at arms-length bodies who had joined following private practice backgrounds;
- **ACTION** LG suggested that specific wording be added to the role description in respect of improving the diversity of characteristics on the Board and undertook to provide wording; **LG**
- **ACTION** BT noted the wording in the role description around applications being invited from those seeking their first Non-Executive Director appointment and requested that this wording be removed given the seniority of the candidate sought. **RS**

The Committee **RESOLVED**:

(i) Subject to the edits to the role description noted above, that the role description as set out in Appendix 1 of the paper, for the Senior Independent Director appointment, be and is hereby **APPROVED** for **RECOMMENDATION** to the Shareholder;

(ii) That the appointment process for the Senior Independent Director including the members and remit of the interview panel as set out in Appendix 1 of the paper, be and are hereby **APPROVED** for **RECOMMENDATION** to the Shareholder; and

(iii) Gatenby Sanderson's engagement as the search agency for the Senior Independent Director appointment on the terms and fees set out in the paper be and is hereby **APPROVED**.

POL Board Minute Extract from the Meeting held on 28 November 2023

3.4 Nominations Committee

The Chairman advised as follows:

- The recruitment process for the appointment of the SID was progressing and Gatenby Sanderson had been selected as the external agency to support, given they were familiar with the Company and the Shareholder following the Chairman's appointment. The Chairman noted the desire to recruit a SID with previous senior public sector experience;

POL Nominations Committee Minute Extract from the Meeting held on 30 January 2024

Any Other Business

4.

Senior Independent Director (SID) Recruitment

Action:

BT and KMcE to discuss the recruitment process for the SID and related matters in the context of recent developments, most notably the stepping down of the Chairman, to consider the implications for the current search. **BT/KMcE**